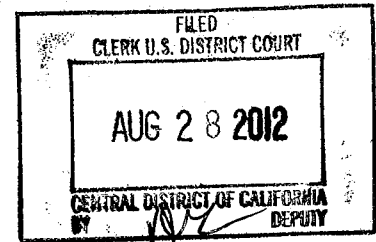


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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

IN THE MATTER OF AN APPLICATION  
TO ENFORCE ADMINISTRATIVE  
SUBPOENAS OF THE

SECURITIES AND EXCHANGE  
COMMISSION,

Applicant,

v.

CUSTODIAN OF RECORDS,  
R.R. DONNELLEY & SONS COMPANY,

Respondent.

Case No.

CV12-7331-SVW  
(CWx)

**[PROPOSED] ORDER TO SHOW  
CAUSE WHY AN ORDER  
COMPELLING COMPLIANCE WITH  
ADMINISTRATIVE SUBPOENAS  
SHOULD NOT BE ISSUED**

1 The Applicant, Securities and Exchange Commission ("Commission"),  
2 having filed an *Ex Parte* Application for an Order to Show Cause and Application  
3 for Order Compelling Compliance with Administrative Subpoenas against  
4 Custodian of Records of R.R. Donnelley & Sons Company ("Donnelley"), the Court  
5 having considered the Application and documents filed in support thereof, and  
6 good cause having been shown, the Court being fully advised in the matter, and  
7 there being no just cause for delay:

8 I.

9 IT IS HEREBY ORDERED that the Commission's Application for an Order  
10 to Show Cause Why an Order Compelling Compliance with Administrative  
11 Subpoenas Should Not Be Issued is GRANTED.

12 II.

13 IT IS HEREBY ORDERED that on October 1, 2012, at 1:30  
14 p.m., or as soon thereafter as the parties can be heard, Respondent shall appear  
15 before the Honorable STEPHEN V. WILSON, United States District Judge,  
16 in Courtroom 6, located at 312 No. Spring St., Los  
17 Angeles, California, to show cause, if there be any, why an Order Compelling  
18 Compliance with Administrative Subpoenas should not be granted in accordance  
19 with the Application filed by the Commission herein.

20 III.

21 IT IS FURTHER ORDERED that, and as the Commission and Donnelley  
22 have previously agreed, any papers in opposition to the issuance of said Order shall  
23 be filed by Respondent with this Court and served on the Commission's Los  
24 Angeles Regional Office at 5670 Wilshire Boulevard, 11th Floor, Los Angeles,  
25 California 90036, such that they arrive no later than 5:00 p.m. (PST), on September  
26 4, 2012, and that the Commission's reply papers, if any, be filed with this Court  
27 and served on Respondent or its counsel, such that they arrive no later than 5:00

28 ///

1 p.m. (PST) on September 7, 2012.

2  
3  
4 Dated:

8/28/12



UNITED STATES DISTRICT JUDGE

STEPHEN V. WILSON